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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
: Case No. 05-44481 [RDD]
DELPHI CORPORATION, *et al.*, :
: Debtors. :
:-----x

**JOINT STIPULATION AND AGREED ORDER
WITHDRAWING CLAIM NUMBER 14180
AND REINSTATING CLAIM NUMBER 1581**

Delphi Corporation (“Delphi”) and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”), and AT&T Corp., SBC Global Services and SBC Corp. (collectively, “AT&T,” and with Debtors, the “Parties”) respectfully submit this Joint Stipulation And Agreed Order Withdrawing Claim Number 14180 and Reinstating Claim Number 1581 and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.*, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on August 9, 2006, AT&T filed proof of claim number 14180 ("Claim 14180") against "Delphi Corporation, et al." and asserted a secured claim in the amount of \$8,000,000 and an unsecured non-priority claim in the amount of \$8,249,594.04.

WHEREAS, the Debtors objected to Claim 14180 pursuant to the Ninth Omnibus Objection (Substantive) Pursuant to 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject to Modification (Docket No. 6968) ("Ninth Omnibus Claims Objection"), which was filed February 15, 2007.

WHEREAS, on May 24, 2007, the Parties entered into a stipulation and agreed to a partial resolution of the Ninth Omnibus Claims Objection regarding the Proof of Claim pursuant to which the Proof of Claim was deemed amended so as not to exceed \$341,676.55.

WHEREAS, the Court "So Ordered" the Parties' stipulation on June 1, 2007.

WHEREAS, on January 17, 2006, SBC Global filed Proof of Claim No. 1581 against Delphi Connection Systems and asserted an unsecured non-priority claim in the amount of \$1,060.82 ("Claim 1581").

WHEREAS, the Debtors objected to Claim 1581 pursuant to the Thirteenth Omnibus Objection (Substantive) Pursuant to 11 U.S.C. Section 502(b) And Fed. R.

Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject to Modification (Docket No. 6968) ("Thirteenth Omnibus Claims Objection"), which was filed on April 27, 2007.

WHEREAS, AT&T filed a response to Debtors' Thirteenth Omnibus Claims Objection on May 31, 2007.

WHEREAS, AT&T has agreed to reduce the amount of Claim 1581 to \$816.99.

WHEREAS, by an order dated June 6, 2007, Claim No. 1581 was expunged in error.

WHEREAS, the Parties have now determined that Claim 14180 should be withdrawn and that Claim 1581 should be reinstated.

WHEREAS, the Parties seek to avoid the costs and expenses of unnecessary litigation.

THEREFORE, the Debtors and AT&T hereby stipulate and agree as follows:

1. Proof of Claim No. 14180 is withdrawn in its entirety and with prejudice.
2. This Joint Stipulation and Agreed Order is without prejudice to (a) the right of AT&T to file a claim for rejection damages in the event that the Debtors reject an express agreement with AT&T, and (b) the rights of the Debtors and other parties in interest to object to such a claim.

3. Proof of Claim No. 1581 is reinstated as if it had not been expunged, as is the Debtors' objection to that claim and AT&T's response to that objection. The Court's consideration of the Debtors' objection to the claim and AT&T's response is hereby

adjourned to a date to be agreed by the Parties. The amount of Claim 1581 shall be reduced to \$816.99.

4. Nothing contained herein constitutes, or may be deemed to constitute, the allowance of any claim asserted against any of the Debtors.

Dated: New York, New York
July 25, 2007

DELPHI CORPORATION, et al.,
Debtors and Debtors-in-Possession,
By their Bankruptcy Conflicts Counsel,
TOGUT, SEGAL & SEGAL LLP,
By:

/s/ Neil Berger
NEIL BERGER (NB-3599)
A Member of the Firm
One Penn Plaza, Suite 3335
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(212) 594-5000

Dated: Roseland, New Jersey
July 25, 2007

AT&T CORPORATION, SBC GLOBAL
SERVICES and SBC CORPORATION,
By their Counsel,
LOWENSTEIN SANDLER PC
By:

/s/ Vincent A. D'Agostino
VINCENT A. D'AGOSTINO
65 Livingston Ave.
Roseland, New Jersey 07068
(973) 597-2500

SO ORDERED

This 4th day of September, 2007
in New York, New York

/s/ Robert D. Drain

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE